

OIL DRI CORPORATION OF AMERICA
 Form 3
 June 09, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Bancroft Brian K | | (Month/Day/Year) | OIL DRI CORPORATION OF AMERICA [ODC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 410 N. MICHIGAN AVENUE, 4TH FLOOR | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| CHICAGO,Â ILÂ 60611-4213 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Chief Procurement Officer | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock ⁽¹⁾ ₍₂₎ | 5,000 ⁽³⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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| | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--|--------------------------------------|---|----------------------------|
| Stock Options (Right to buy) <u>(4)</u> <u>(5)</u> | 02/01/2007 ⁽⁶⁾ 02/01/2015 | Common Stock ⁽⁷⁾ 10,000 \$ 18.45 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bancroft Brian K 410 N. MICHIGAN AVENUE, 4TH FLOOR CHICAGO, IL 60611-4213 | Â | Â | Â Chief Procurement Officer | Â |

Signatures

Maryon Gray 06/09/2005

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Date of event requiring statement is June 1, 2005. Third party reporting software utilized by Reporting Person generates incorrect date.
- (6) 25% of the shares will become exercisable on the 2nd anniversary of the grant date and an additional 25% on the 3rd, 4th and 5th anniversaries of the grant date.
- (7) If Class A Common Stock is issued and publicly traded on any securities market (as defined in the Plan) when option is exercised, then Class A Common Stock.
- (3) Vesting Schedule: Provided the Reporting Person is employed by the Issuer on the dates shown, the shares will become non-forfeitable on the following dates: 1,000 shares on March 15, 2006; 1,500 shares on March 15, 2007; and 2,500 shares on March 15, 2008.
- (5) Grant of employee stock options pursuant to the Oil-Dri Corporation of America 1995 Long-Term Incentive Plan in a transaction exempt under rule 16b-3.
- (4) Grant date: February 1, 2005
- Restricted Stock granted pursuant to the Oil-Dri Corporation of America 1995 Long-Term Incentive Plan ("Plan") in a transaction exempt under rule 16b-3. If Class A Common Stock is issued and publicly traded on any securities market (as defined in the Plan) when stock becomes non-forfeitable, then on that date the Common Stock will be exchanged for Class A Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.